

IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

FCSTONE MERCHANT SERVICES,	§	
LLC	§	
	§	
vs.	§	C.A. NO. 4:20–cv–03693
	§	
SGR ENERGY, INC., <i>et al.</i>	§	

ST SHIPPING’S RESPONSE TO SHOW CAUSE ORDER

TO THE HONORABLE ANDREW S. HANEN:

Defendant ST Shipping and Transport Pte. Ltd. (“ST Shipping”) respectfully submits this response to the Court’s June 22, 2021 Show Cause Order (Doc. No. 46):

1. ST Shipping is incorporated under the laws of Singapore as a “private company limited by shares.” It is not an unincorporated association. An excerpted copy of ST Shipping’s “Business Profile” maintained by Singapore’s Accounting and Corporate Regulatory Authority is attached as Exhibit 1. The Business Profile reflects ST Shipping’s status as a private company limited by shares, its registered address in Singapore, and its issued share capital.

2. A private company limited by shares is analogous to a U.S. closely held corporation for purposes of assessing citizenship for diversity jurisdiction. *See, e.g., Flextronics International USA, Inc. v. Sparkling Drink Systems Innovation Center Ltd. et al.*, 186 F.Supp.3d 852, 860–61 (N.D. Ill. 2016) (reviewing treatises and scholarly

articles describing similarities of private company limited entities existing under Singapore law and Hong Kong law to close corporations under U.S. law, and holding that two private companies organized under the laws of Hong Kong “should be treated as corporations for the purposes of [28] § 1332(c)(1).”). In *Flextronics*, the district court identified the attributes of two private companies organized under the laws of Hong Kong which made them similar to corporations organized in the United States: (1) limited liability for equity investors; (2) indefinite existence; (3) legal personhood (*i.e.*, ability to contract and litigate in their own name); and (4) the transferability of shares in the companies, subject to limits created by their articles of incorporation. *Id.* at 860, citing *Fellowes, Inc. v. Changzhou Xinrui Fellowes Office Equip. Co.*, 759 F.3d 787, 788 (7th Cir. 2014). ST Shipping possesses these same attributes.

3. ST Shipping respectfully submits that its citizenship for purposes of diversity jurisdiction turns on its place of incorporation and its principal place of business. *See* 28 U.S.C. § 1332(c)(1) (“For purposes of [28 U.S.C. § 1332 and 28 U.S.C. § 1441,] a corporation shall be deemed to be a citizen of every State and foreign state by which it has been incorporated and of the State or foreign state where it has its principal place of business”); *see also*, *MidCap Media Fin., L.L.C. v. Pathway Data, Inc.*, 929 F.3d 310, 314 (5th Cir. 2019) (“[A]llegations regarding the citizenship of a corporation must set out the principal place of business of the corporation as well as the state of its incorporation.”) (internal quotation omitted). ST Shipping is incorporated

in Singapore, and has its headquarters and principal place of business in Singapore.

Respectfully submitted,

SHARPE & OLIVER, L.L.P.



By _____

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ATTORNEYS FOR DEFENDANT
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Certificate of Service

I served this Response to Show Cause Order upon the parties by their respective counsel of record by electronic transmission on July 12, 2021.

A handwritten signature in black ink, appearing to read "Robert C. Oliver", written over a horizontal line.

Robert C. Oliver

Exhibit 1

INFORMATION RESOURCES

WHILST EVERY ENDEAVOR IS MADE TO ENSURE THAT INFORMATION PROVIDED IS UPDATED AND CORRECT. THE AUTHORITY DISCLAIMS ANY LIABILITY FOR ANY DAMAGE OR LOSS THAT MAY BE CAUSED AS A RESULT OF ANY ERROR OR OMISSION.

Business Profile (Company) of ST SHIPPING AND TRANSPORT PTE. LTD.
(200606717H)

Date: 24/06/2021

The Following Are The Brief Particulars of :

UEN	:	200606717H
Company Name.	:	ST SHIPPING AND TRANSPORT PTE. LTD.
Former Name if any	:	
Incorporation Date.	:	09/05/2006
Company Type	:	PRIVATE COMPANY LIMITED BY SHARES
Status	:	Live Company
Status Date	:	09/05/2006

Principal Activities

Activities (I)	:	CHARTERING OF SHIPS, BARGES AND BOATS WITH CREW (FREIGHT) (50024)
Description	:	
Activities (II)	:	
Description	:	

Capital

Issued Share Capital (AMOUNT)	Number of Shares *	Currency	Share Type
50000000	50000000	UNITED STATES OF AMERICA, DOLLARS	ORDINARY
100000000	100000000	UNITED STATES OF AMERICA, DOLLARS	PREFERENCE

* Number of Shares includes number of Treasury Shares

Paid-Up Capital (AMOUNT)	Number of Shares	Currency	Share Type
50000000		UNITED STATES OF AMERICA, DOLLARS	ORDINARY
100000000		UNITED STATES OF AMERICA, DOLLARS	PREFERENCE

Authentication No. : Q21475071A

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Business Profile (Company) of ST SHIPPING AND TRANSPORT PTE. LTD.
(200606717H)

Date: 24/06/2021

COMPANY HAS THE FOLLOWING ORDINARY SHARES HELD AS TREASURY SHARES

Number Of Shares	Currency
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Registered Office Address	:	1 TEMASEK AVENUE #34-01 MILLENNIA TOWER SINGAPORE (039192)
Date of Address	:	20/08/2007
Date of Last AGM	:	09/03/2020
Date of Last AR	:	30/09/2020
FYE As At Date of Last AR	:	31/12/2019

REDACTED